

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

CITICORP CREDIT SERVICES, INC.,)	
)	
Plaintiff,)	
)	
v.)	C.A. No. 07-649-JJF (LPS)
)	
LPL LICENSING, LLC, and)	
PHOENIX LICENSING, L.L.C.,)	
)	
Defendants.)	

**AFFIDAVIT OF RICHARD LIBMAN IN SUPPORT OF
CONSOLIDATED MOTIONS TO DISMISS OF DEFENDANTS
LPL LICENSING, L.L.C. AND PHOENIX LICENSING, L.L.C.**

November 13, 2007

THE BAYARD FIRM

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Declaration of Richard Libman

I, Richard Libman, declare:

1. I am the Managing Member of LPL Licensing LLC ("LPL"). I am also the Managing Member of Phoenix Licensing, LLC ("Phoenix"). I make this declaration in support of this motion to dismiss filed by LPL and Phoenix Licensing, LLC. As the Managing Member of Phoenix, I am familiar with all of Phoenix business activities.

2. Phoenix is an Arizona company organized under the laws of Arizona. Phoenix is not a Delaware company and was not organized under the laws of Delaware. Phoenix's offices are located in Arizona.

3. Phoenix has never had any continuous and systematic contacts within the state of Delaware or with anyone in the state of Delaware. In fact, I am not aware of any contacts that Phoenix had within the state of Delaware. No one representing Phoenix on Phoenix business has ever been to Delaware. No one representing Phoenix has ever transacted business in Delaware or conducted or attended meetings in Delaware.

4. Specifically,

- Phoenix has never transacted or performed any work in Delaware;
- Phoenix has never contracted to supply services in Delaware;
- Phoenix has not done any act or omission in Delaware, and has not done any act or omission in Delaware that caused any injury to anyone;
- Phoenix has not engage in any conduct in Delaware, let alone a persistent course of conduct in Delaware;
- Phoenix has no interest in real property in Delaware; and
- Phoenix has never insured anyone in Delaware.

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2 I declare under penalty of perjury under the laws of the United States that the
3 foregoing is true and correct.

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5 Date: 11/13/07


Richard Libman

CERTIFICATE OF SERVICE

The undersigned counsel certifies that, on November 15, 2007, he electronically filed the foregoing document with the Clerk of the Court using CM/ECF, which will send automatic notification of the filing to the following:

Rodger D. Smith, II
Morris Nichols Arsht & Tunnell LLP
1201 North Market Street
PO Box 1347
Wilmington, DE 19899-1347

The undersigned counsel further certifies that copies of the foregoing document were sent by email and by hand on November 15, 2007 to the above counsel.

/s/ Richard D. Kirk (rk0922)
Richard D. Kirk